



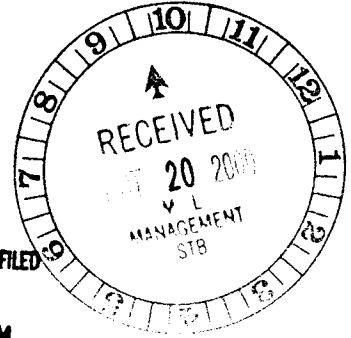
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October 19, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. **22785-C** FILED
OCT 20 '00 3-36 PM
TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 10, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: GENERAL CHEMICAL (SODA ASH) PARTNERS
90 East Halsey Road, Parsippany, NJ 07054

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: GENERAL CHEMICAL (SODA ASH). covering (114) 5161 c.f. covered hopper railcars equiped with gravity gates and trough hatches with reporting marks and numbers – **See attached listing.**

Please file this memorandum as a secondary document to Memorandum of Railcar Lease dated February 22, 2000 as Recordation Number 22785 with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator
Enclosure/sll

Schedule A

Quantity
114

Equipment Description
5161 c.f. covered hopper railcars equipped
with gravity gates and trough hatches

Reporting Marks and Numbers
Listed below

CEFX 13221	CEFX 13277	CEFX 13328	GACX 6095
CEFX 13224	CEFX 13279	CEFX 13329	GACX 6100
CEFX 13225	CEFX 13280	CEFX 13332	GACX 6102
CEFX 13229	CEFX 13282	GACX 6044	GACX 6105
CEFX 13230	CEFX 13283	GACX 6046	GACX 6108
CEFX 13232	CEFX 13285	GACX 6047	GACX 6111
CEFX 13237	CEFX 13286	GACX 6050	GACX 6118
CEFX 13239	CEFX 13288	GACX 6051	GACX 6119
CEFX 13241	CEFX 13289	GACX 6052	GACX 6120
CEFX 13244	CEFX 13290	GACX 6055	GACX 6121
CEFX 13246	CEFX 13291	GACX 6057	GACX 6124
CEFX 13247	CEFX 13292	GACX 6058	GACX 6128
CEFX 13253	CEFX 13293	GACX 6059	GACX 6130
CEFX 13254	CEFX 13298	GACX 6060	GACX 6132
CEFX 13256	CEFX 13299	GACX 6062	GACX 6133
CEFX 13257	CEFX 13301	GACX 6064	GACX 6135
CEFX 13259	CEFX 13302	GACX 6066	GACX 6136
CEFX 13260	CEFX 13303	GACX 6067	GACX 6140
CEFX 13261	CEFX 13305	GACX 6069	GACX 6142
CEFX 13262	CEFX 13307	GACX 6072	GACX 6143
CEFX 13264	CEFX 13310	GACX 6073	GACX 6145
CEFX 13266	CEFX 13313	GACX 6074	GACX 6146
CEFX 13268	CEFX 13314	GACX 6075	GACX 6147
CEFX 13269	CEFX 13315	GACX 6076	GACX 6151
CEFX 13270	CEFX 13317	GACX 6079	GACX 6154
CEFX 13272	CEFX 13320	GACX 6082	GACX 6155
CEFX 13273	CEFX 13324	GACX 6087	GACX 6157
CEFX 13274	CEFX 13325	GACX 6089	
CEFX 13275	CEFX 13326	GACX 6091	

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of July, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and General Chemical (Soda Ash) Partners, a Delaware general partnership, with an address at 90 East Halsey Road, Parsippany, NJ 07054 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 1, 1999 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on February 22, 2000 as Recordation No. 22785.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Catherine Stiglich
Name: Catherine Stiglich
Title: Vice President - Operations

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GENERAL CHEMICAL (SODA ASH) PARTNERS

Lessee, By its General Partner
General Chemical Corporation
By: D. Bloomquist
Name: President
Title: D. Bloomquist

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RECORDATION NO. 22785-C FILED

OCT 20 '00

3-36 PM

SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
114

Equipment Description
5161 c.f. covered hopper railcars equipped
with gravity gates and trough hatches

Reporting Marks and Numbers
Listed below

CEFX 13221	CEFX 13277	CEFX 13328	GACX 6095
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